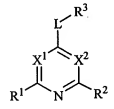
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings of claims in the application:

Listing of Claims:

1 (Currently amended): A compound of Formula I:



I

or a pharmaceutically acceptable salt~~, or an isomer~~, in which:

X^1 and X^2 are independently selected from the group consisting of -N= and $-CR^4=$, wherein R^4 is hydrogen or C_{1-4}alkyl;

L is selected from the group consisting of a bond, -O- and $-NR^5-$, wherein R^5 is hydrogen or C_{1-4}alkyl;

R^2 is selected from the group consisting of hydrogen, halo, amino, C_{1-4}alkyl, halo-substituted C_{1-4}alkyl, C_{1-4}alkoxy and halo-substituted C_{1-4}alkoxy; and

R^3 is selected from the group consisting of:

(i) C_{3-8}heterocycloalkyl-C_{0-4}alkyl selected from the group consisting of morpholino, morpholino-methyl, morpholino-ethyl, pyrrolidinyl, piperazinyl, piperidinyl, 4-oxo-piperidin-1-yl and 1,4-dioxa-8-aza-spiro[4,5]dec-8-yl, (ii) C_{5-10}heteroaryl-C_{0-4}alkyl and (iii) C_{6-10}aryl-C_{0-4}alkyl, wherein the alkyl group is optionally substituted with 1 to 3 radicals selected from the group consisting of hydroxy, halo and amino; and the heteroaryl or heterocycloalkyl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of hydroxy-C_{1-6}alkyl, phenyl, C_{3-8}heterocycloalkyl, $-X^3C(O)NR^8R^8$, $-X^3C(O)NR^8R^9$, $-X^3C(O)R^9$, $-X^3S(O)NR^8R^8$, $-X^3NR^8R^9$, $-X^3NR^8R^8$, $-X^3S(O)_2NR^8R^8$, $-X^3S(O)_2R^8$, $-X^3S(O)_2R^9$, $-X^3SNR^8R^8$, $-X^3ONR^8R^8$, $-X^3C(O)R^8$, $-X^3NR^8C(O)R^8$,

$-X^3NR^8S(O)_2R^8$, $-X^3S(O)_2NR^8R^9$, $X^3NR^8S(O)_2R^9$, $-X^3NR^8C(O)R^9$, $-X^3NR^8C(O)NR^8R^9$, $-X^3NR^8C(O)NR^8R^8$, $-X^3C(O)OR^8$, $=NOR^8$, $-X^3NR^8OR^8$, $-X^3NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}R^9$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^9$, $-X^3O(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^8$and $X^3NR^8(CH_2)_{1-4}R^9$; and:

the aryl portion of C_{6-10}aryl-C_{0-4}alkyl is substituted with 1 to 3 radicals independently selected from the group consisting of hydroxy-C_{1-6}alkyl, phenyl, C_{3-8}heterocycloalkyl, $-X^3C(O)NR^8R^8$, $-X^3C(O)NR^8R^9$, $-X^3C(O)R^9$, $-X^3S(O)NR^8R^8$, $-X^3NR^8R^9$, $-X^3NR^8R^8$, $-X^3S(O)_2NR^8R^8$, $-X^3S(O)_2R^9$, $-X^3S(O)_2R^9$, $-X^3SNR^8R^8$, $-X^3ONR^8R^8$, $-X^3C(O)R^8$, $-X^3NR^8C(O)R^8$, $-X^3NR^8S(O)_2R^8$, $-X^3S(O)_2NR^8R^9$, $X^3NR^8S(O)_2R^9$, $-X^3NR^8C(O)R^9$, $-X^3NR^8C(O)NR^8R^9$, $-X^3NR^8C(O)NR^8R^8$, $=NOR^8$, $-X^3NR^8OR^8$, $-X^3NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}R^9$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^9$, $-X^3O(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^8$and $X^3NR^8(CH_2)_{1-4}R^9$, when L is –O- or –NR^5, the aryl portion of C_{6-10}aryl-C_{0-4}alkyl is substituted with 1 to 3 radicals independently selected from the group consisting of hydroxy-C_{1-6}alkyl, phenyl, C_{3-8}heterocycloalkyl, $-X^3C(O)NR^8R^8$, $-X^3C(O)NR^8R^9$, $-X^3C(O)R^9$, $-X^3S(O)NR^8R^8$, $-X^3NR^8R^9$, $-X^3S(O)_2NR^8R^8$, $-X^3S(O)_2R^9$, $-X^3SNR^8R^8$, $-X^3ONR^8R^8$, $-X^3C(O)R^8$, $-X^3NR^8C(O)R^8$, $-X^3NR^8S(O)_2R^8$, $-X^3S(O)_2NR^8R^9$, $X^3NR^8S(O)_2R^9$, $-X^3NR^8C(O)R^9$, $-X^3NR^8C(O)NR^8R^9$, $-X^3NR^8C(O)NR^8R^8$, $=NOR^8$, $-X^3NR^8OR^8$, $-X^3NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}R^9$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^9$, $-X^3O(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^8$and $X^3NR^8(CH_2)_{1-4}R^9$; wherein X^3 is a bond or C_{1-4}alkylene;

wherein phenyl can be further substituted by a radical selected from $-NR^8R^8$ or $-C(O)NR^8R^8$; R^8 is hydrogen, C_{1-6}alkyl, hydroxy-C_{1-6}alkyl or C_{2-6}alkenyl; and R^9 is hydroxy, C_{6-10}aryl-C_{0-4}alkyl, C_{6-10}aryl-C_{0-4}alkyloxy, C_{5-10}heteroaryl-C_{0-4}alkyl, C_{3-8}heterocycloalkyl-C_{0-4}alkyl or C_{3-8}cycloalkyl; wherein said aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of R^9 is further optionally substituted by up to 2 radicals selected from the group consisting of halo, hydroxy, cyano, amino, nitro, C_{1-4}alkyl, hydroxy-C_{1-6}alkyl, halo-substituted C_{1-4}alkyl, C_{1-4}alkoxy, halo-substituted C_{1-4}alkoxy, halo-alkyl-substituted-phenyl, benzoxy, C_{5-9}heteroaryl, C_{3-8}heterocycloalkyl, $-C(O)NR^8R^8$, $-S(O)_2NR^8R^8$, $-NR^8R^8$, $-C(O)R^{10}$ and $-NR^{11}R^{11}$, wherein R^{10} is C_{5-6}heteroaryl and R^{11} is hydroxy-C_{1-4}alkyl; and

(iv) $-X^3NR^8R^8$, wherein R^8 is hydroxy-C_{1-6}alkyl or C_{2-6}alkenyl;

i) when X^1 is -N= and X^2 is $-CR^4$

R^1 is ~~selected from the group consisting of~~ $-X^3NR^6R^7$ ~~and -X3OR7~~ wherein X^3 is C_{1-4}alkylene, R^6 is hydrogen and R^7 is selected from the group consisting of C_{6-10}aryl and C_{5-6}heteroaryl; wherein the aryl or heteroaryl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino, C_{1-4}alkyl, halo-substituted C_{1-4}alkyl, C_{1-4}alkoxy and halo-substituted C_{1-4}alkoxy and R^2 is hydrogen, amino, alkoxy, haloalkoxy;

ii) when X^1 is $-CR^4$, X^2 is -N=

R^1 is ~~selected from the group consisting of~~ $-X^3NR^6R^7$ ~~and $-X^3C_{6-10}$aryl~~, wherein X^3 is a bond or C_{1-4}alkylene, R^6 is hydrogen or C_{1-4}alkyl and R^7 is selected from the group consisting of C_{6-10}aryl and C_{5-6}heteroaryl; wherein the ~~aryl or~~ heteroaryl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino, C_{1-4}alkyl, halo-substituted C_{1-4}alkyl, C_{1-4}alkoxy and halo-substituted C_{1-4}alkoxy, wherein the aryl moiety of R^1 is substituted with 1 to 3 radicals independently selected from the group consisting of amino, halo-substituted C_{1-4}alkyl and halo-substituted C_{1-4}alkoxy and R^2 is hydrogen, amino, alkoxy, haloalkoxy.

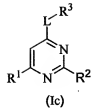
2 (Canceled).

3 (Canceled).

4 (Canceled).

5 (Canceled).

6 (Currently amended): The compound of claim 1 of Formula Ic:



(Ic)

in which

L is a bond, -NH-, -N(C_2H_5)- or –O-;

R^1 is ~~selected from the group consisting of~~ -NHR^7 ~~and phenyl~~, wherein R^7 is phenyl substituted with 1 to 3 radicals independently selected from the group consisting of amino, halo-substituted C_{1-4}alkyl and halo-substituted C_{1-4}alkoxy or pyridinyl, optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino, C_{1-4}alkyl, halo-substituted C_{1-4}alkyl, C_{1-4}alkoxy and halo-substituted C_{1-4}alkoxy;

R^2 is hydrogen; and

R^3 is selected from the group consisting of: (i) C_{3-8}heterocycloalkyl-C_{0-4}alkyl selected from the group consisting of morpholino, morpholino-methyl, morpholino-ethyl, pyrrolidinyl, piperazinyl, piperidinyl, 4-oxo-piperidin-1-yl and 1,4-dioxa-8-aza-spiro[4,5]dec-8-yl, ~~and~~ (ii) C_{5-10}heteroaryl-C_{0-4}alkyl and (iii) C_{6-10}aryl-C_{0-4}alkyl, wherein the alkyl group is optionally substituted with 1 to 3 radicals selected from the group consisting of hydroxy, halo and amino; the heteroaryl or heterocycloalkyl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of hydroxy-C_{1-6}alkyl, phenyl, C_{3-8}heterocycloalkyl, -$X^3C(O)NR^8R^8$, -$X^3C(O)NR^8R^9$, -$X^3C(O)R^9$, -$X^3S(O)NR^8R^8$, -$X^3NR^8R^9$, -$X^3NR^8R^8$, -$X^3S(O)_2NR^8R^8$, -$X^3S(O)_2R^8$, -$X^3S(O)_2R^9$, -$X^3SNR^8R^8$, -$X^3ONR^8R^8$, -$X^3C(O)R^8$, -$X^3NR^8C(O)R^8$, -$X^3NR^8S(O)_2R^8$, -$X^3S(O)_2NR^8R^9$, $X^3NR^8S(O)_2R^9$, -$X^3NR^8C(O)R^9$, -$X^3NR^8C(O)NR^8R^9$, -$X^3NR^8C(O)NR^8R^8$, -$X^3C(O)OR^8$, =NOR^8, -$X^3NR^8OR^8$, -$X^3NR^8(CH_2)_{1-4}NR^8R^8$, -$X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$, -$X^3C(O)NR^8(CH_2)_{1-4}R^9$, -$X^3C(O)NR^8(CH_2)_{1-4}OR^9$, -$X^3O(CH_2)_{1-4}NR^8R^8$, -$X^3C(O)NR^8(CH_2)_{1-4}OR^8$and $X^3NR^8(CH_2)_{1-4}R^9$; and the aryl is substituted with 1 to 3 radicals independently selected from the group consisting of hydroxy-C_{1-6}alkyl, phenyl, C_{3-8}heterocycloalkyl, -$X^3C(O)NR^8R^8$, -$X^3C(O)NR^8R^9$, -$X^3C(O)R^9$, -$X^3S(O)NR^8R^8$, -$X^3NR^8R^9$, -$X^3NR^8R^8$, -$X^3S(O)_2NR^8R^8$, -$X^3S(O)_2R^8$, -$X^3S(O)_2R^9$, -$X^3SNR^8R^8$, -$X^3ONR^8R^8$, -$X^3C(O)R^8$, -$X^3NR^8C(O)R^8$, -$X^3NR^8S(O)_2R^8$, -$X^3S(O)_2NR^8R^9$, $X^3NR^8S(O)_2R^9$,

$-X^3NR^8C(O)R^9$, $-X^3NR^8C(O)NR^8R^9$, $-X^3NR^8C(O)NR^8R^8$, $=NOR^8$, $-X^3NR^8OR^8$, $-X^3NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}R^9$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^9$, $-X^3O(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^8$and $X^3NR^8(CH_2)_{1-4}R^9$, when L is –O- or $–NR^5$, the ary is substituted with 1 to 3 radicals independently selected from the group consisting of hydroxy-C_{1-6}alkyl, phenyl, C_{3-8}heterocycloalkyl, $-X^3C(O)NR^8R^8$, $-X^3C(O)NR^8R^9$, $-X^3C(O)R^9$, $-X^3S(O)NR^8R^8$, $-X^3NR^8R^9$, $-X^3S(O)_2NR^8R^8$, $-X^3S(O)_2R^9$, $-X^3SNR^8R^8$, $-X^3ONR^8R^8$, $-X^3C(O)R^8$, $-X^3NR^8C(O)R^8$, $-X^3NR^8S(O)_2R^8$, $-X^3S(O)_2NR^8R^9$, $X^3NR^8S(O)_2R^9$, $-X^3NR^8C(O)R^9$, $-X^3NR^8C(O)NR^8R^9$, $-X^3NR^8C(O)NR^8R^8$, $=NOR^8$, $-X^3NR^8OR^8$, $-X^3NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}R^9$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^9$, $-X^3O(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^8$and $X^3NR^8(CH_2)_{1-4}R^9$, wherein X^3 is a bond or C_{1-4}alkylene;

wherein phenyl can be further substituted by a radical selected from $-NR^8R^8$ or $-C(O)NR^8R^8$; R^8 is hydrogen, C_{1-6}alkyl, hydroxy-C_{1-6}alkyl or C_{2-6}alkenyl; and R^9 is hydroxy, C_{6-10}aryl-C_{0-4}alkyl, C_{6-10}aryl-C_{0-4}alkyloxy, C_{5-10}heteroaryl-C_{0-4}alkyl, C_{3-8}heterocycloalkyl-C_{0-4}alkyl or C_{3-8}cycloalkyl; wherein said aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of R^9 is further optionally substituted by up to 2 radicals selected from the group consisting of halo, hydroxy, cyano, amino, nitro, C_{1-4}alkyl, hydroxy-C_{1-6}alkyl, halo-substituted C_{1-4}alkyl, C_{1-4}alkoxy, halo-substituted C_{1-4}alkoxy, halo-alkyl-substituted-phenyl, benzoxy, C_{5-9}heteroaryl, C_{3-8}heterocycloalkyl, $-C(O)NR^8R^8$, $-S(O)_2NR^8R^8$, $-NR^8R^8$, $-C(O)R^{10}$ and $-NR^{11}R^{11}$, wherein R^{10} is C_{5-6}heteroaryl and R^{11} is hydroxy-C_{1-4}alkyl.

7 (Currently amended): The compound of claim 6 in which

L is a bond; and

R^3 is selected from the group consisting of C_{3-8}heterocycloalkyl-C_{0-4}alkyl selected from the group consisting of morpholino, morpholino-methyl, morpholino-ethyl, pyrrolidinyl, piperazinyl, piperidinyl, 4-oxo-piperidin-1-yl and 1,4-dioxa-8-aza-spiro[4,5]dec-8-yl, ~~and~~ (ii) C_{5-10}heteroaryl-C_{0-4}alkyl, wherein the ~~aryl,~~ heteroaryl or heterocycloalkyl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, nitro, C_{1-4}alkyl, hydroxy-C_{1-6}alkyl, C_{1-4}alkoxy, C_{3-8}heterocycloalkyl, $-X^3C(O)NR^8R^8$,

$-X^3C(O)NR^8R^9$,-$X^3NR^8R^9$, -$X^3NR^8R^8$, -$X^3S(O)_2NR^8R^8$, -$X^3S(O)_2R^8$, -$X^3S(O)_2R^9$, -$X^3C(O)R^8$, -$X^3NR^8C(O)R^8$, -$X^3NR^8S(O)_2R^8$, -$X^3S(O)_2NR^8R^9$, -$X^3NR^8S(O)_2R^9$, -$X^3NR^8C(O)R^9$, -$X^3NR^8C(O)NR^8R^9$, -$X^3NR^8C(O)NR^8R^8$, -$X^3C(O)OR^8$, =NOR^8, -$X^3NR^8(CH_2)_{1-4}NR^8R^8$, -$X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$ and -$X^3O(CH_2)_{1-4}NR^8R^8$; or (iii) C_{6-10}aryl-C_{0-4}alkyl, wherein the aryl is substituted with 1-3 radicals independently selected from the group consisting of hydroxy-C_{1-6}alkyl, C_{3-8}heterocycloalkyl, -$X^3C(O)NR^8R^8$, -$X^3C(O)NR^8R^9$,-$X^3NR^8R^9$, -$X^3NR^8R^8$, -$X^3S(O)_2NR^8R^8$, -$X^3S(O)_2R^8$, -$X^3S(O)_2R^9$, -$X^3C(O)R^8$, -$X^3NR^8C(O)R^8$, -$X^3NR^8S(O)_2R^8$, -$X^3S(O)_2NR^8R^9$, -$X^3NR^8S(O)_2R^9$, -$X^3NR^8C(O)R^9$, -$X^3NR^8C(O)NR^8R^9$, -$X^3NR^8C(O)NR^8R^8$, =NOR^8, -$X^3NR^8(CH_2)_{1-4}NR^8R^8$, -$X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$ and -$X^3O(CH_2)_{1-4}NR^8R^8$; R^8 is hydrogen, C_{1-6}alkyl or hydroxy-C_{1-6}alkyl; R^9 is C_{6-10}aryl-C_{0-4}alkyl, C_{6-10}aryl-C_{0-4}alkyloxy, C_{5-10}heteroaryl-C_{0-4}alkyl, C_{3-8}heterocycloalkyl-C_{0-4}alkyl or C_{3-8}cycloalkyl; wherein said aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of R^9 is further optionally substituted by up to 2 radicals selected from the group consisting of halo, hydroxy, cyano, nitro, C_{1-4}alkyl, hydroxy-C_{1-6}alkyl, halo-substituted C_{1-4}alkyl, C_{1-4}alkoxy, halo-alkyl-substituted-phenyl, benzoxy, C_{5-9}heteroaryl, C_{3-8}heterocycloalkyl, -$C(O)NR^8R^8$, -$S(O)_2NR^8R^8$, -NR^8R^8 and -$C(O)R^{10}$, wherein R^{10} is C_{5-6}heteroaryl.

8 (Currently amended): The compound of claim 7 in which R^3 is selected from the group consisting of morpholino, 1,4-dioxa-8-aza-spiro[4.5]dec-8-yl, 4-oxo-piperidin-1-yl, piperazinyl, pyrrolidinyl, pyridinyl, naphthyl, thiophenyl, benzofuran-2-yl, benzo[1,3]dioxolyl, piperidinyl, pyrazinyl, pyrimidinyl, imidazolyl, pyrazolyl and 1*H*-benzoimidazolyl; ~~wherein the aryl, heteroaryl or heterocycloalkyl~~ each of which is optionally substituted with 1 to 2 radicals independently selected from the group consisting of chloro, methyl, ethyl, hydroxymethyl, methoxy, -C(O)OH, -C(O)H, -$C(O)OCH_3$, -$C(O)N(C_2H_5)_2$, -$C(O)N(CH_3)_2$, -$C(O)NHCH_3$, -$S(O)_2NH_2$, -$S(O)_2CH_3$, chloro, -NH_2, -$C(O)CH_3$, =$NOCH_3$, -$NH(CH_2)_2N(CH_3)_2$, -$NH(CH_2)_3NH_2$, -$NH(CH_2)_2OH$, -$C(O)NH(CH_2)_2N(CH_3)_2$, -NHR^9, -$O(CH_2)_2N(CH_3)_2$, morpholino, piperazinyl, -$NHC(O)CH_3$, -$NHC(O)NHC_4H_9$, -$C(O)NHC_4H_9$, -$C(O)NHC_3H_7$, -$C(O)NHC_5H_{10}OH$, -$C(O)N(C_2H_4OH)_2$, -$C(O)NHC_2H_4OH$, -$C(O)NH(CH_2)_2OH$, -$NHC(O)R^9$, -$C(O)NHR^9$, -$NHC(O)NHR^9$, -$C(O)R^9$, -$NHS(O)_2C_4H_9$, -$NHS(O)_2CH_3$, -$NHS(O)_2R^9$, -$S(O)_2R^9$,

$-S(O)_2NHR^9$, $-C(O)NH_2$ and $-C(O)NH(CH_2)_2N(CH_3)_2$; or phenyl substituted with 1 to 2 radicals independently selected from the group consisting of hydroxymethyl, $-C(O)OH$, $-C(O)H$, $-C(O)N(C_2H_5)_2$, $-C(O)N(CH_3)_2$, $-C(O)NHCH_3$, $-S(O)_2NH_2$, $-S(O)_2CH_3$, $-NH_2$, $-C(O)CH_3$, $=NOCH_3$, $-NH(CH_2)_2N(CH_3)_2$, $-NH(CH_2)_3NH_2$, $-NH(CH_2)_2OH$, $-C(O)NH(CH_2)_2N(CH_3)_2$, $-NHR^9$, $-O(CH_2)_2N(CH_3)_2$, morpholino, piperazinyl, $-NHC(O)CH_3$, $-NHC(O)NHC_4H_9$, $-C(O)NHC_4H_9$, $-C(O)NHC_3H_7$, $-C(O)NHC_5H_{10}OH$, $-C(O)N(C_2H_4OH)_2$, $-C(O)NHC_2H_4OH$, $-C(O)NH(CH_2)_2OH$, $-NHC(O)R^9$, $-C(O)NHR^9$, $-NHC(O)NHR^9$, $-C(O)R^9$, $-NHS(O)_2C_4H_9$, $-NHS(O)_2CH_3$, $-NHS(O)_2R^9$, $-S(O)_2R^9$, $-S(O)_2NHR^9$, $-C(O)NH_2$ and $-C(O)NH(CH_2)_2N(CH_3)_2$; R^9 is phenethyl, 2-phenoxy-ethyl, 1H-imidazolyl-propyl, pyridinyl, pyridinyl-methyl, quinolinyl, morpholino, piperidinyl, piperazinyl, pyrrolidinyl, tetrahydro-furan-2-ylmethyl, furan-2-ylmethyl, thiazol-2-ylmethyl, benzo[1,3]dioxol-5-ylmethyl, benzo[1,3]dioxol-5-yl, 3-(2-oxo-pyrrolidin-1-yl)-propyl, 3-imidazol-1-yl-propyl, 3H-pyrazol-3-yl, morpholino-ethyl, phenyl, thiophenyl-methyl, benzyl, cyclohexyl or furan-2-ylmethyl; wherein said aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl moiety of R^9 is further optionally substituted by up to 2 radicals selected from hydroxy-methyl, hydroxy-ethyl, isobutyl, nitro, amino, hydroxyl, methoxy, trifluoromethoxy, cyano, isopropyl, methyl, ethyl, chloro, fluoro, pyridinyl, morpholino, phenoxy, pyrrolidinyl, trifluoromethyl, trifluoromethyl-substituted-phenyl, $-N(CH_3)_2$, $-C(O)NH_2$, $-S(O)_2NH_2$, $-C(O)N(CH_3)_2$, cyano or $-C(O)R^{10}$; and R^{10} is furanyl.

9 (Currently amended): The compound of claim 6 in which

L is -NH-, $-N(C_2H_5)$- or -O-; and

R^3 is C_{5-10}heteroaryl-C_{0-4}alkyl, wherein the ~~aryl or~~ heteroaryl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of C_{1-4}alkoxy, C_{3-8}heterocycloalkyl, $-X^3C(O)NR^8R^8$,$-X^3S(O)_2NR^8R^8$, $-X^3NR^8C(O)R^8$ and $-X^3NR^8C(O)NR^8R^9$; or C_{6-10}aryl-C_{0-4}alkyl, wherein the aryl potion is substituted with 1 to 3 radicals independently selected from the group consisting of C_{3-8}heterocycloalkyl, $-X^3C(O)NR^8R^8$,$-X^3S(O)_2NR^8R^8$, $-X^3NR^8C(O)R^8$ and $-X^3NR^8C(O)NR^8R^9$; R^8 is hydrogen or C_{1-6}alkyl; and R^9 is C_{6-10}aryl-C_{0-4}alkyl optionally substituted by up to 2 halo-substituted C_{1-4}alkyl radicals.

10 (Currently amended): The compound of claim 9 in which R^3 is selected from the group consisting of quinolinyl, and pyridinyl,~~; wherein the aryl or heteroaryl~~ each of which is optionally substituted with 1 to 2 radicals independently selected from the group consisting of morpholino, methoxy, $-C(O)NH_2$, $-NHC(O)NHR^9$ and $-S(O)_2NH_2$; or phenyl substituted with 1 to 2 radicals independently selected from the group consisting of morpholino, $-C(O)NH_2$, $-NHC(O)NHR^9$ and $-S(O)_2NH_2$; and R^9 is phenyl substituted by trifluoromethyl.

11 (Previously presented): A pharmaceutical composition comprising an effective amount of a compound of claim 1 and a pharmaceutically acceptable carrier or excipient.

12 (Previously presented): A method of treating a subject suffering from leukemia, said method comprising administering to the subject in need of such treatment an effective amount of a compound of claim 1, wherein said compound of claim 1 inhibits Bcr-abl.

13 (Canceled)

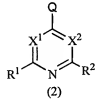
14 (Canceled).

15 (Canceled).

16 (Canceled).

17 (Previously presented): A process for preparing a compound of claim 1, said process comprising:

(a) reacting a compound of Formula 2 with a compound of Formula 3, 4, 5 or 6 in the presence of a catalyst or a base:



(2)

$R^3-B(OH)_2$ (3) R^3-SnBu_3 (4) R^3-OH (5) R^3-NR^5H (6)

in which X^1, X^2, R^1, R^2, R^3 and R^5 are as defined for Formula I above with the proviso that R^2 is not halo, halo-substituted C_{1-4}alkyl or halo-substituted C_{1-4}alkoxy when said step (a) comprises reacting a compound of Formula 2 with a compound of Formula 3 or 4 and Q represents a fluoro, chloro, bromo or iodo; or

(b) optionally converting a compound of the invention into a pharmaceutically acceptable salt;

(c) optionally converting a salt form of a compound of the invention to a non-salt form;

(d) optionally converting an unoxidized form of a compound of the invention into a pharmaceutically acceptable N-oxide;

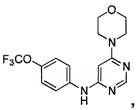
(e) optionally converting an N-oxide form of a compound of the invention to its unoxidized form; and

(f) optionally resolving an individual isomer of a compound of the invention from a mixture of isomers.

18 (Canceled).

19 (Previously presented): The method of claim 12, wherein the leukemia is selected from chronic myeloid leukemia and acute lymphoblastic leukemia.

20. (Currently amended): The compound of claim 1, wherein the compound is selected from the group consisting of:



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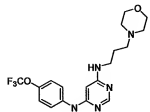

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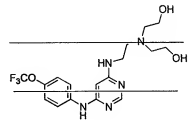

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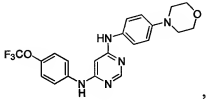
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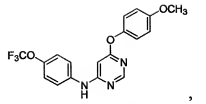
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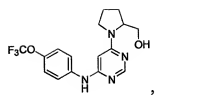
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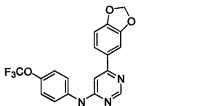
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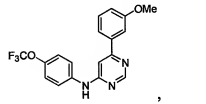
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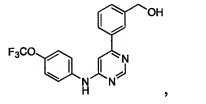
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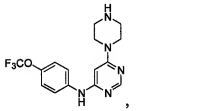
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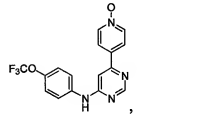
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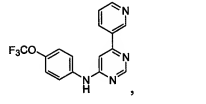
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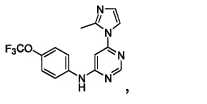
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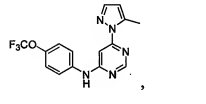
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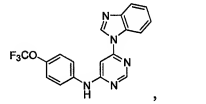
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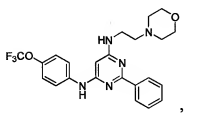
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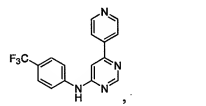
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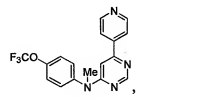
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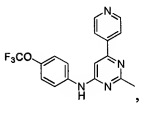
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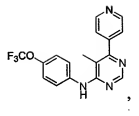
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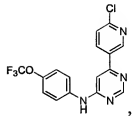
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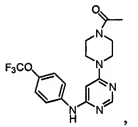
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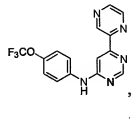
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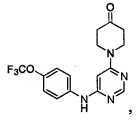
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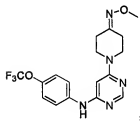
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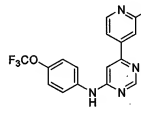
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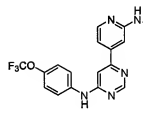
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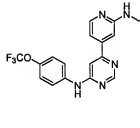
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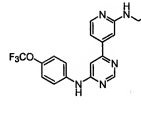
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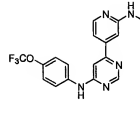
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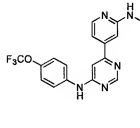
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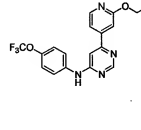
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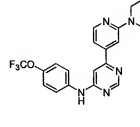
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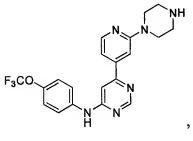
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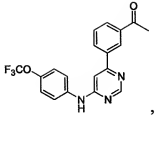
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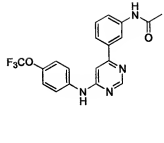
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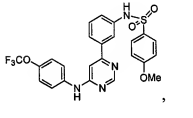
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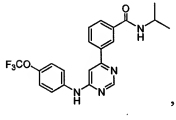
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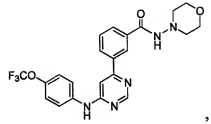
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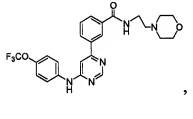
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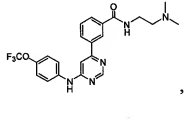
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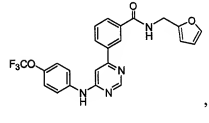
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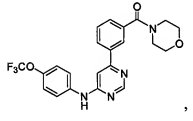
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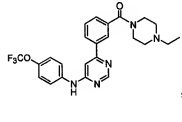
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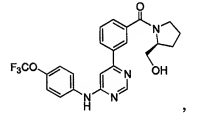
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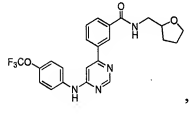
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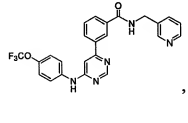
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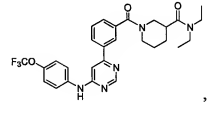
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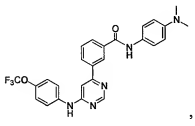
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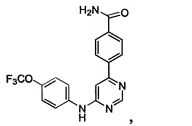
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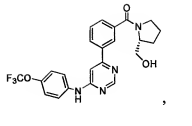
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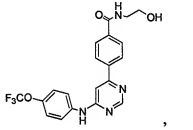
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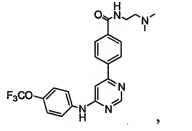
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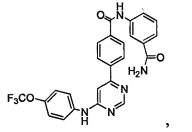
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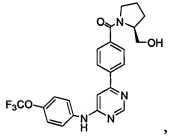
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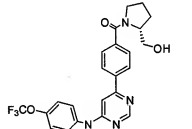
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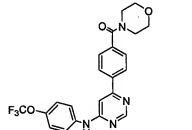
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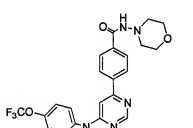
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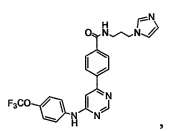
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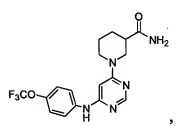
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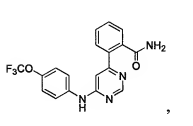
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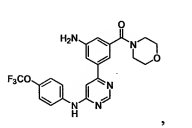
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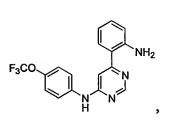
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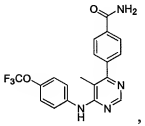

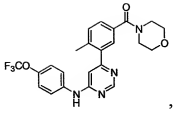

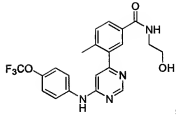

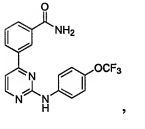

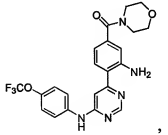

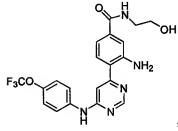

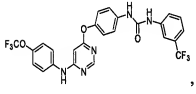

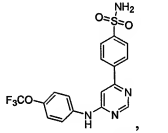

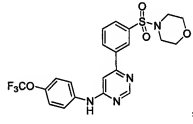

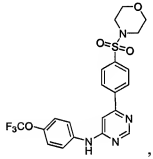

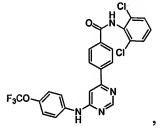

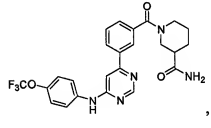

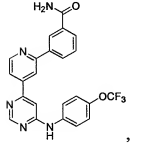

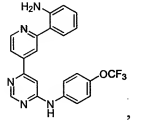

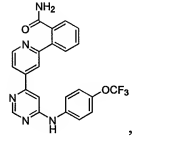

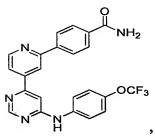
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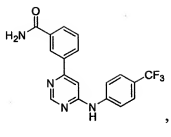
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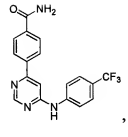
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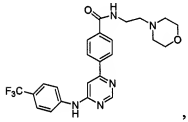
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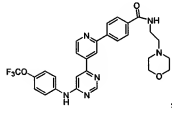
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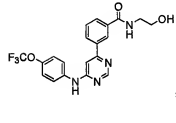
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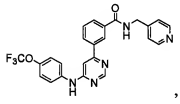
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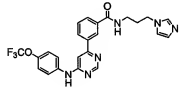
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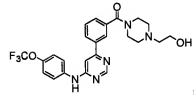
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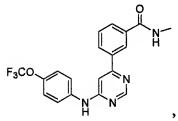
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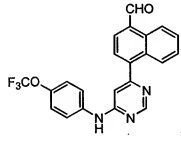
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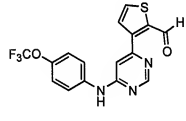
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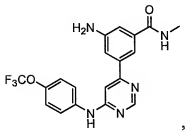

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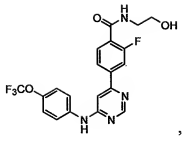

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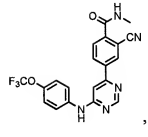

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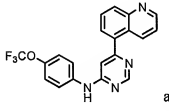

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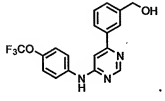

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21. (Previously presented) A pharmaceutical composition comprising an effective amount of a compound of claim 20 and a pharmaceutically acceptable carrier or excipient.